

**IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF COLUMBIA**

---

**In re XM Satellite Radio Holdings  
Securities Litigation**

---

**Civil Action No. 06-0802**

**This Document Relates To:  
All Plaintiffs**

---

**NOTICE OF MOTION OF VICTOR VENTIMIGLIA FOR  
APPOINTMENT AS LEAD PLAINTIFF AND APPROVAL  
OF SELECTION OF CO-LEAD COUNSEL AND LIAISON COUNSEL**

PLEASE TAKE NOTICE that Victor Ventimiglia, (“Ventimiglia” or “Movant”), by and through Movant’s counsel, will hereby move this Court will hereby move this Court, on a date and at a time designated by the Court, for the entry of an Order (attached hereto as Exhibit A): (i) appointing Movant as lead plaintiff; (ii) approving Movant’s selection of co-lead counsel and liaison counsel; and (iii) granting such other relief as the Court may deem just and proper.

PLEASE TAKE FURTHER NOTICE that in support of this motion, Movant shall rely upon: 1) this Notice of Motion; 2) the Memorandum of Law in Support of the Motion of Victor Ventimiglia for Appointment As Lead Plaintiff and Approval of Selection of Co-Lead Counsel and Liaison Counsel, dated July 3, 2006; 3) the Declaration of Gary E. Mason in Support of the Motion of Victor Ventimiglia for Appointment As Lead Plaintiff and Approval of Selection of Co-Lead Counsel and Liaison Counsel and supporting Exhibits, 4) all of the prior pleadings and proceedings had herein; and 5) such other evidence as the Court may consider at the hearing on this motion.

Dated: July 3, 2006

Respectfully submitted,

**THE MASON LAW FIRM, P.C.**

By: /s/ Gary E. Mason  
Gary E. Mason  
1225 19th St., NW, Suite 500  
Washington, D.C. 20036  
Tel: (202) 429-2290  
Fax: (202) 429-2294

**Proposed Liaison Counsel For  
Plaintiffs and The Class**

**STULL, STULL & BRODY**

Howard T. Longman  
James E. Lahm  
6 East 45<sup>th</sup> Street  
New York, NY 10017  
Tel: (212) 687-7230  
Fax: (212) 490-2022

**KANTROWITZ GOLDHAMER &  
GRAIFMAN, P.C.**

Gary Graifman  
747 Chestnut Ridge Road, Suite 200  
Chestnut Ridge, NY 10977  
Tel: (845) 356-2570  
Fax: (845) 356-0799

**Proposed Co-Lead Counsel For  
Plaintiffs and The Class**

**UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF COLUMBIA**

_____	:	x
	:	
	:	
<b>In re XM Satellite Radio Holdings</b>	:	<b>Civil Action No. 06-0802 (ESH)</b>
<b>Securities Litigation</b>	:	
_____	:	
	:	
	:	
<b>This Document Relates to:</b>	:	
	:	
	:	
<b>All Actions</b>	:	x
_____	:	

**MOTION OF THE ZARIF GROUP TO BE APPOINTED LEAD  
PLAINTIFF AND TO APPROVE SELECTION OF COUNSEL**

Avi Zarif, Brock Ketcher, Victor Ventimiglia and Corey Spohn (“The Zarif Group”) hereby move to be appointed Lead Plaintiff in this action against XM Satellite Radio Holdings Inc. (“XMSR”) pursuant to Section 21D(a)(3)(B) of the Securities Exchange Act of 1934 (“Exchange Act”), 15 U.S.C. § 78u-4(a)(3)(B), as amended by the Private Securities Litigation Reform Act of 1995 (“PSLRA”), and for approval of its selection of the law firms Motley Rice, LLC (“Motley Rice”) and Kahn Gauthier Swick, LLC (“KGS”) as Lead Counsel, and Cohen Milstein Hausfeld & Toll, PLLC, (“Cohen Milstein”) as Liaison Counsel in this case.

The Zarif Group makes this Motion on the belief that it is the most “adequate plaintiff” as defined in the PSLRA because:

1. it has the largest financial interest in the relief sought by the Class and has incurred substantial losses in the amount of \$471,671.39 as a result of its purchases of XMSR stock during the Class Period, and
2. it satisfies the typicality and adequacy requirements of Fed.R.Civ.P. Rule 23.

The Zarif Group further requests that the Court approve the selection of its counsel, Motley Rice, LLC and Kahn Gauthier Swick, LLC, as Co-Lead Counsel for the Class. Both the Motley and Kahn firms are nationally recognized law firms with significant class action, fraud and complex litigation experience, and are firms with the resources to effectively and properly pursue this action.

For all of the foregoing reasons, The Zarif Group respectfully requests that this Court: (1) appoint The Zarif Group to serve as Lead Plaintiff in this consolidated action; (2) approve The Zarif Group’s selection of Lead and Liaison Counsel for the Class; and (3) grant such other and further relief as the Court may deem just and proper.

DATED: July 3, 2006

Respectfully submitted,

BY: /s/ Daniel S. Sommers

Steven J. Toll (DC Bar No. 225623)

Daniel S. Sommers (DC Bar No. 416549)

Joseph P. Helm, III

**COHEN, MILSTEIN, HAUSFELD  
& TOLL, P.L.L.C.**

1100 New York Avenue, NW

West Tower, Suite 500

Washington, DC 20005

Telephone: (202) 408-4600

Facsimile: (202) 408-4699

*Liaison Counsel for*

*The Zarif Group and the Class*

Stuart J. Guber (Georgia Bar No. 141879)

James M. Evangelista

(New York Bar No. JE 1246)

**Motley Rice LLC**

One Georgia Center

600 West Peachtree Street, Suite 800

Atlanta, GA 30308

Telephone: (404) 201-6900

Facsimile:

Lewis S. Kahn (Louisiana Bar No. 23805)

Michael A. Swick (New York Bar No. MS  
9970)

**Kahn Gauthier Swick, LLC**

650 Poydras St., Suite 2150

New Orleans, Louisiana 70130

Telephone (504) 455-1400

Facsimile: (504) 455-1498

*Counsel for The Zarif Group and*

*Proposed Lead Counsel for the Class*